12/11/1/

SEC 1972 Potential persons who are to respond to the collection of information contained in this form (6-02) are not required to respond unless the form displays a currently valid OMB control number.

# **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549 PROCESSED

OMB APPROVAL
OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1



FORM D

JUL 17 2007
THOMSUN
FINANCIAL

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix		Serial			
DATE RECEIVED					

Name of Offering ([ ] check if this	is an amendment and name has changed, and indicate change.)
Janus Institutional International	Equity Portfolio
Filing Under (Check box(es) that apply):	[ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE
Type of Filing: [ ] New Filing [X	[] Amendment
	A. BASIC IDENTIFICATION DATA
1. Enter the information requested	about the issuer
Name of Issuer ([ ] check if this is	an amendment and name has changed, and indiciate change.)
Janus Institutional International	Equity Portfolio
Address of Executive Offices (N	lumber and Street, City, State, Zip Code) Telephone Number (Including Area Code)
151 Detroit Street, Denver CO 8	0206 (303) 333-3863
Address of Principal Business Ope (Including Area Code) (if different from Executive Offices same	erations (Number and Street, City, State, Zip Code) Telephone Number

Brief Description of Business

To operate and carry on the business of a private investment trust.

### Form D

Type of Business Organiz	zation				
[ ] corporation	[ ] limited partnership, a	ready for	med	[ ] other (please specify):	
[X] business trust	[ ] limited partnership, to				
		Month	Year		
Actual or Estimated Date	of Incorporation or Organization:	[8[0]	[9]6]	[X] Actual [ ] Estimated	
Jurisdiction of Incorporation	on or Organization: (Enter two-lett CN for Canada; FI				

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

[ ] Director [ ] General and/or Check Box(es) that [X] Promoter [ ] Beneficial [ ] Executive Officer Apply: Owner Managing Partner Full Name (Last name first, if individual) Janus Capital Management LLC Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [ ] Promoter [ ] Beneficial [X] Executive [ ] Director [ ] General and/or Owner Managing Apply: Officer Partner Full Name (Last name first, if individual) Frost, Gregory A. Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [ ] Promoter [ ] Beneficial [X] Executive [ ] Director [ ] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Hardin, Heidi Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [ ] Promoter [ ] Beneficial [X] Executive [ ] Director [ ] General and/or Officer Apply: Owner Managing Partner Full Name (Last name first, if individual) Iseman, Andrew Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [ ] Promoter [ ] Beneficial [X] Executive [ ] Director [ ] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Lao, Frank R. Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [ ] Promoter [ ] Beneficial [X] Executive [ ] Director [ ] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Nergaard, Jesper Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928

Form D

Chook Boy(oa) that	[ ] Promotor [ ] Popoficial	(Y) Evecutive	[ ] Director [ ]	General and/or
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[X] Executive Officer	[ ] Director [ ]	Managing Partner
Full Name (Last name Rosenberg, Michelle				
	e Address (Number and Street enver, CO 80206-4928	, City, State, Zip Co	de)	
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[X] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last name Swift, Jack	e first, if individual)			
	e Address (Number and Street enver, CO 80206-4928	, City, State, Zip Co	de)	
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[X] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last name Zimmerman, John	e first, if individual)			
	e Address (Number and Street enver, CO 80206-4928	, City, State, Zip Co	de)	
Check Box(es) that Apply:	[ ] Promoter [X] Beneficial Owner	[ ] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last name The Kaplen Foundate				
Business or Residence P. O. Box 92, Tenafly	e Address (Number and Street y, NJ 07670-0792	, City, State, Zip Co	de)	
Check Box(es) that Apply:	[ ] Promoter [X] Beneficial Owner	[ ] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last name Ball Corporation Ma				
	e Address (Number and Street e, Broomfield, CO 80021	, City, State, Zip Co	de)	
Check Box(es) that Apply:	[ ] Promoter [X] Beneficial Owner	[ ] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last name Bayshore Communication)				
	e Address (Number and Street	, City, State, Zip Co	de)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Form D

			-		B. IN	FORMA	TION A	BOUT O	FFERING	;		
	s the iss		, or doe	s the iss	uer inter	nd to sell	l, to non-	accredite	ed investo	ors in thi	s Yes	No [ <b>X ]</b>
					• • •		=	•	ider ULO			
2. Wh	2. What is the minimum investment that will be accepted from any individual?											
3. Do	es the of	ffering p	ermit joi	nt owne	rship of a	a single	unit?		• • • • • • • • • • • • • • • • • • • •		Yes [X]	[ ]
directi conne perso list the perso	ly or indi ection wi n or age e name	irectly, a th sales int of a b of the br	ny comi of secu oroker or oker or	mission rities in t dealer dealer. I	or simila he offeri registere f more th	r remuneing. If a ped with the name of the	eration fo person to ne SEC a (5) perso	or solicita be listed and/or wit ons to be	l be paid tion of pu d is an as th a state listed are r that bro	rchaser sociated or state associa	s in d :s,	
					el) *The of its sl		loes not	intend t	o pay an	y comn	nission o	r similar remuneration
Busin	ess or R	lesidenc	e Addre	ss (Num	nber and	Street,	City, Stat	te, Zip Co	ode)			
Name	of Asso	ociated E	Broker o	r Dealer				·			_	
States	s in Whic	ch Perso	on Listed	d Has So	licited o	r Intends	to Solic	it Purcha	sers			
(Chec	ck "All	States"	or chec	k indiv	idual St	ates)				[	] All St	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA] 	[WV]	[WI]	[WY] 	[PR]
Full N	ame (La	ast name	e first, if	individua	al)							
Busin	ess or R	Residenc	e Addre	ss (Num	ber and	Street, (	City, Stat	te, Zip Co	ode)			
Name	of Asso	ciated E	Broker o	r Dealer								
States	in Whic	ch Perso	n Listed	Has So	licited o	r Intends	s to Solic	it Purcha	sers			
(Chec	k "All	States"	or chec	k indiv	idual St	ates)				[	] All St	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	st name	e first, if	individua	al)							<u>-</u>
Busin	ess or R	Residenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	te, Zip Co	ode)		<u> </u>	

Name of Associated Broker or Dealer

				<u>-</u>								
States	in Whic	ch Perso	on Listed	Has So	licited o	r Intends	to Solic	t Purcha	sers			
(Chec	k "All	States"	or chec	k indiv	idual St	ates)		•		[	] All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	{HI}	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
		(Us	e blank	sheet, o	or copy	and use	additio	nal copie	s of this	s sheet, a	s nece	ssary.)
		C. OFF	ERING	PRICE,	NUMBE	ER OF IN	IVESTO	RS, EXP	ENSES .	AND USE	OF PR	OCEEDS
and the fitte co	ie total a transacti	imount a ion is an elow the	already s n exchan e amoun	sold. En ge offer	ter "0" if ing, che	answer i	is "none"	is offering or "zero. indicate i change	••			
Ŧ	ype of S	Security								gregate ring Price	Amo	ount Already Sold
	• .	•	*******	****					\$	mig i ricc	\$	
									\$		\$	
		]			[ ] Pr				· ·			
C	Convertib	ole Secu	urities (in	cluding	warrants	s)			\$		\$	
F	artnersh	nip Inter	ests						\$		\$	
C	Other (Sp	_				•			\$ <u>N</u>	AV*	\$ <u>78,</u>	117,395.33
									\$		\$	<del>.</del>
	*Shares Answe						der ULO	E.				
have pamous numbed dollar	ourchase nts of the er of per	ed secur eir purch sons wh of their	rities in t nases. F no have	his offer or offeri purchas	ing and ngs unde ed secu	the aggr er <u>Rule 5</u> rities and	investors egate do 504, indic d the agg er "0" if a	llar ate the regate			Aggre	egate
									Numbe		Dollar	· Amount rchases
A	ccredite	d Inves	tors							4		117,395.33
٨	Ion-accr	edited I	nvestors							0	\$	0
Total (for filings under Rule 504 only)					N/A		N/A					
	Answe	er also ir	n Appen	dix, Colı	ımn 4, if	filing un	der ULO	E.				<del> </del>
inform offerin sale o	ation red gs of the	quested e types i ies in thi	for all se indicated	ecurities d, the tw	sold by elve (12	the issu ) months	enter the er, to dat prior to type liste	e, in		N/A		

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[ ]\$ <u> </u>
Printing and Engraving Costs	[]\$ <u>0</u>
Legal Fees	[]\$ <u>0</u>
Accounting Fees	[ ]\$ <u> </u>
Engineering Fees	[ ]\$ <u> </u>
Sales Commissions (specify finders' fees separately)	[]\$ <u>0</u>
Other Expenses (identify)	[]\$ <u>0</u>
Total	[ ]\$ <u> </u>

- b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ............
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

Salaries and fees	to Officers, Directors, & Payments To Affiliates Others []\$_0 []\$_0
Purchase of real estate	[]\$ <u>0</u> []\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	[]\$ <u>0</u> []\$ <u>0</u>
Construction or leasing of plant buildings and facilities	[]\$ <u>0</u> []\$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$ <u> </u>
Repayment of indebtedness	[]\$ <u>0</u> []\$ <u>0</u>
Working capital	[]\$ <u>0</u> []\$ <u>0</u>
Other (specify): Purchase Investment Securities	[]\$ <u>0</u> [X]\$ <u>78,117,395.33</u>
	[]\$ <u> </u>
Column Totals	[]\$ <u>0</u> \$ <u>78,117,395.33</u>
Total Payments Listed (column totals added)	[X] \$ <u>78,117,395.33</u>

Payments

## D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature ( 2 /	Date
Janus Institutional International Equity Portfolio	Title of Signer (Print or Type)	7/9/07
Name of Signer (Print or Type) Heidi Hardin	Title of Signer (Print or Type) Vice President	

## **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

